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ELLSWORTH C. ALVORD (1964)

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OF COUNSEL  
URBAN A. LESTER

October 22, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 17038-L FILED  
OCT 22 '02 9-44 AM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of Bill of Sale and Partial Release, dated September 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease Agreement and Security Agreement (GATC Trust No. 90-1) which were previously filed with the Commission under Recordation Number 17038.

The names and addresses of the parties to the enclosed document are:

Debtor: Wilmington Trust Company,  
as Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Security Trustee: BNY Midwest Trust Company  
2 N. LaSalle Street  
Suite 1020  
Chicago, IL 60602

Mr. Vernon A. Williams  
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Page Two

A description of the railroad equipment covered by the enclosed document is:

Railcar GATX 016876 is being deleted from the Lease and Security Agreement

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

## BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 90-1, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-1) dated as of September 28, 1990 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 016876 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

BNY Midwest Trust Company, as Security Trustee (the "Security Trustee") under the Security Agreement GATC Trust 90-1 dated as of September 28, 1990 (the "Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: September 27, 2002

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

RECORDATION NO. 17038-L FILED

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SURFACE TRANSPORTATION BOARD

By: *C. Raglin*  
Title: Senior Financial Services Officer

BNY Midwest Trust Company, as Security Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

## BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 90-1, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-1) dated as of September 28, 1990 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 016876 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

BNY Midwest Trust Company, as Security Trustee (the "Security Trustee") under the Security Agreement GATC Trust 90-1 dated as of September 28, 1990 (the "Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: September 27, 2002

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

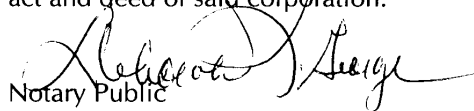
By: \_\_\_\_\_  
Title: \_\_\_\_\_

BNY Midwest Trust Company, as Security Trustee

By:  \_\_\_\_\_  
Title: VICE PRESIDENT

State of Delaware                    )  
  ) SS  
County of New Castle                )

On this 8 day of October, 2002, before me personally appeared Charlotte Paglia, to me personally known, who being by me duly sworn, say that he/she is a Senior Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]

My commission expires:  
**DEBORAH L. GEORGE**  
**NOTARY PUBLIC-DELAWARE**  
My Commission Expires Nov. 21, 2003

State of Illinois                    )  
  ) SS  
County of Cook                    )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware           )  
  ) SS  
County of New Castle       )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois           )  
  ) SS  
County of Cook           )

On this 2nd day of October, 2002, before me personally appeared J. BARTOLINI, to me personally known, who being by me duly sworn, say that ~~he~~/she is a VICE PRESIDENT of BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public *A. Hernandez*

[Notarial Seal]

My commission expires:

*7/8/06*

